



ETHICS AND ANTI-CORRUPTION CODE



Your health is our priority



Preamble

All the employees and managers of the Bastide Group share a common sense of service, assistance, and empathy to help the weakest, the most vulnerable or those suffering from illness.

Achieving this mission implies respecting strong ethical principles and acting at all times with integrity, well beyond the obligations set by laws or regulations. The company was built on the trust of our partners, and it is on that same trust that we must base our future competitiveness.

Compliance with these principles is not an option: it determines the credibility of the Bastide Group and the trust placed in us. Any behaviour that goes against these rules goes against our values and has no place in the company. We are all collectively responsible: everyone must comply with these requirements without fail.

While the values presented and set out in this Code cannot be an absolute guarantee against any shortcomings within the Bastide Group, we must all work to prevent them and, if necessary, reveal them so that corrective measures can be taken as soon as possible.

The first version of our Code of Conduct, published in 2021, was only a foundational step in our commitment to compliance. In light of the lessons learned in recent years and the evolution of our activities, I wanted to go further: to strengthen, clarify and modernize our code so that it fully reflects the requirements and responsibilities we have today.

It is in this spirit that this Code recalls the principles that must guide each of our actions, for each of us within the Bastide Group, in order to be sure to always make the best choices. However, such a document cannot exhaustively address cases of unethical behaviour, corruption or influence peddling that may occur in the context of daily professional activities; it is therefore the duty of each of us to exercise our own judgment and use common sense. If you have any doubts about what to do, we invite you to refer to the online training courses available on the SYNAPSE intranet or from the designated ethics and compliance officer.

The Code aims to present the principles of the fight against corruption, examples of prohibited behaviours and to prescribe the right behaviour to be complied with. It is part of the Group's rules of procedure. It draws from the Middlednext code, refers to the United Nations Convention against Corruption and is committed to combating all forms of corruption.

The Group does not tolerate any exceptions to the fight against corruption and influence peddling: no commercial performance, individual objective, or hierarchical pressure can justify transgressing these rules.



I would like to reiterate that this subject is particularly important to me, both professionally and personally, and I am counting on each of you to uphold this commitment to the same high standards.

Your commitment to probity and integrity is the strength of the Bastide Group. It is thanks to this collective vigilance that we will continue to move forward in a solid and exemplary manner.

Vincent Bastide

Chairman and Chief Executive Officer



FRAMEWORK AND SCOPE

This Code applies to all entities (including French and foreign subsidiaries) and employees of the Bastide Group.

This Code applies to all persons working for or on behalf of the Bastide Group. This includes managers, employees, interns, temporary workers and any person acting under the authority of the Group, regardless of their responsibilities, function or geographical location. It also applies to the Group's partners, in particular suppliers, subcontractors, distributors, agents, consultants, beneficiaries of donations, patronage or sponsorship operations, or any intermediary acting on behalf of the Group

Each person subject to this Code must adopt exemplary behaviour within each entity of the Group and ensure that his or her decisions and actions comply with the legal and ethical framework defined by the Group.

If in doubt about the course of action to adopt, the employee must imperatively seek advice from his or her line manager or the ethics and compliance officer.

When, in good faith, an employee identifies a problem or believes that a law or regulation is not being respected, he or she must report it by the means he or she has deemed most appropriate. In this respect, he may use the alert system (explained below). Questions or reports should be sent to: compliance@bastide-medical.fr or by post to:

BASTIDE GROUP

Service juridique & compliance

12 Av. de la Dame

30 132 CAISSARGUES, FR

COMMUNICATION AND TRAINING

The Group's employees are required to familiarize themselves with this Code, which is widely circulated by electronic means, and to participate in training sessions organized by the Group in order to raise their awareness when it comes to the fight against corruption and ethics. New employees are trained as soon as they take up their duties.

Once a year, employees are asked to take anti-corruption training again.



ACCOUNTABILITY - OVERSIGHT

It is the responsibility of each employee to implement the Code within the framework of the responsibilities connected to his or her function.

The Group will carry out periodic audits to verify compliance with the practices set out in this Code and the results will be reviewed by the Group's governance bodies, as will the alerts transmitted and investigated by the Ethics & Compliance Officer.

SANCTIONS FOR BREACHES OF THIS CODE

In the event of failure to comply with the rules set out in this Code, which is an appendix to the internal regulations, the employees of the Bastide Group may be sanctioned by disciplinary measures up to and including dismissal. Third-party partners are liable to the Group, which may terminate the contracts that bind them to them and, if necessary, claim damages from them. These measures are without prejudice to other sanctions, including criminal sanctions, which are provided for by the applicable legislation.

CHAPTER 1 - FIGHT AGAINST CORRUPTION

Prohibited conduct

Employees of the Bastide Group must not commit acts of corruption, i.e. give, promise to give or offer benefits to any person in order to obtain from them any act or decision, or receive benefits from a third party in return for a favourable decision in their regard. The benefit in question can be financial (payment of sums of money), material (travel, tickets to a sporting event, wines and spirits, jewellery, leather goods or other luxury items) or intangible (service rendered, hiring a relative).

It is important to specify that the attempt of such acts is prohibited: an act of corruption is reprehensible even if the benefit offered or requested has not actually been paid.

This rule, which is of general application, applies even more particularly to the relationships that we can build with health professionals or civil servants and public servants.



These prohibitions are also extended to acts of the same nature that could be carried out by intermediaries acting in the name and on behalf of the Bastide Group.

In this sense, all employees in all our countries are also required to:

- Comply with the laws and regulations governing the fight against corruption and illicit payments specific to each country in which we operate ;
- Evaluate, in case of doubt, the situations or third parties with whom we must contract, by soliciting the ethics and compliance officer.

More specifically, the following are prohibited:

- **Active Corruption**

Active corruption is the act, by an employee of the Bastide Group, of offering, promising, giving, asking for or accepting an undue advantage (payment, gift, invitation, service of any kind) with the aim of influencing the performance by a third party of an act or decision relating to his or her function.

Facilitation payments, i.e. any sums paid by a person to a public official in order to obtain, facilitate or accelerate a usual or necessary administrative procedure, which that person is entitled to expect, also constitute prohibited acts of corruption.

Example 1: An employee of the Group offers any good to an employee performing a purchasing function in a public or private healthcare establishment, in order to win a tender for medical devices, or to obtain an exclusivity agreement.

Example 2: An employee offers a gift to a healthcare professional in exchange for the prescription of a longer treatment, the prescription of medical devices or additional services to the patient, or the prescription of fictitious services.

Example 3: An employee of the Group agrees to recruit a relative of a health professional looking for a job at the latter's request, so that he or she can direct his or her prescriptions in favour of Bastide.

Example 4: Through a trade union, a Group employee offers a financial benefit to a public employee in order to obtain a decision in favour of the Group (e.g. on the reimbursement rate for a given service).

- **Passive Corruption**

Passive corruption is the act of a Group employee agreeing to be influenced by a third party by receiving or being promised an undue advantage (payment, gift, invitation, service of any kind).



Example 1: An employee requests any good from an employee who is a buyer in a healthcare establishment, and in return offers to grant him or her advantageous commercial conditions.

Example 2: an employee agrees to be offered an all-expenses-paid trip by a supplier, in order to promote the referencing of a given product or to direct the Group's orders to this supplier rather than a competitor.

Example 3: An employee accepts numerous invitations to cultural or sporting events offered by a third party, and in return discloses privileged information about the Group's situation to this third party. Such behaviour may also constitute insider trading (see below).

- **Influence Peddling**

Influence peddling, i.e. the act of offering someone an advantage in exchange for the use of his real or supposed influence on a public authority in order for it to grant a contract, an authorization or a favorable decision, is also an act of corruption.

Example 1: An employee offers to pay a member of the ARS or a primary health insurance fund a sum of money in order to obtain an authorisation/approval to open a site in a shorter period of time.

Example 2: An employee proposes to a healthcare professional working in a hospital department to cover expenses related to renovations done at his home, in order to convince him to influence the patients of the department so that they choose to use the services of the Bastide Group.

BENEFITS RELATED TO GIFTS AND HOSPITALITY

Gifts are benefits of any kind, given by someone as a sign of gratitude or friendship, without expecting anything in return. These can be goods or services.

Offering or being offered meals, accommodation, participation in an activity, show or sporting event is considered an invitation.

Gifts, hospitality and business benefits can be a legitimate way to maintain business relationships. But these benefits can also be akin to or perceived as attempts or acts of active or passive corruption. It is advised to be vigilant when it comes to gifts, signs of courtesy and hospitality (received or given), invitations to events that help to establish good relations but can be seen as a way to influence a decision, to favor a company or a person.



Thus, the following situations constitute a prohibited use of gifts and invitations:

Example 1: a Group employee offers a ticket for an event to a Client during a call for tenders or a contract negotiation, with the aim of encouraging them to favour the Group's offer.

Example 2: Several employees of the Group agree to cover the hospitality costs of the same healthcare professional for different events, in exchange for directing their prescriptions in favour of Bastide.

Example 3: A Group employee is offered a gift of significant value (e.g. a luxury watch or bag) in exchange for the recruitment of a candidate.

Example 4: An employee of the Group agrees to cover travel and accommodation expenses for a non-professional stay, requested by a health professional in return for directing his or her prescriptions in favour of Bastide.

Therefore, employees should never accept or offer a gift or invitation that is excessive in value or that could be perceived as a quid pro quo for a decision or preferential treatment. Any gift or invitation must remain reasonable, occasional, transparent and linked to an identifiable professional context. Gifts in cash or in the form of gift cards are strictly prohibited, as they cannot be justified by any professional objective.

If the Group's employees wish to offer a gift to one of their partners or to give them an invitation, please refer to the Gifts and Invitations Policy. They can also contact the ethics and compliance officer.

Supervision of benefits between companies marketing health products and health services and professions involved in the health sector

French law

It should be underlined that the French Public Health Code (“*code de la santé publique*”) provides a framework for relations between companies marketing health products and professions involved in the health sector (art 1453-1 et seq. of the French Public Health Code and Order of 19 January 2017).

It is forbidden to grant a direct or indirect benefit, in any form whatsoever (in kind or in cash) to one of these categories of these professionals, unless they comply with the thresholds set by the regulations



Example: Exceptions relating to hospitality for scientific or medical congresses: (fifty (50) euros for invitations to lunch or dinner and the overnight stay at one hundred and fifty (150) euros). In the event of a violation of the legal rules, numerous sanctions may be taken against the Company and partner health providers and/or health auxiliaries:

- Companies who market health products (including the Bastide Group): up to €750,000 in fines - or 50% of the expenses incurred for the contentious practice - as well as a ban on activity or exclusion from public contracts, and up to 2 years in prison
- Beneficiaries (health providers and/or health auxiliaries): up to one year's imprisonment, a fine of €75,000 and additional penalties such as a ban on practising.

It is therefore necessary to be particularly vigilant and comply with the rules on gifts and benefits to health professionals and to ensure that they do not constitute prohibited benefits or have the effect of influencing a decision.

If the Group's employees wish to offer an advantage to a healthcare professional, they should refer to the Events Guide distributed by the marketing and communication department, as well as to the Presentation of the Anti-Gift Law in the training module. They can also contact the marketing and communication department or the ethics and compliance officer.

DONATIONS, PATRONAGE AND SPONSORSHIP

A gift is defined as an action of attributing to a third party an asset or a sum of money without any expected compensation.

Patronage is a particular form of donation, consisting of material or financial support provided without direct or indirect compensation by the beneficiary to a work or a person for the exercise of activities of general interest.

Conversely, sponsorship is support provided by a legal entity to an event, person, product or organization of a philanthropic, educational, scientific, social, humanitarian, sports, family, cultural, artistic or environmental nature with a view to deriving a direct benefit (generally of image).

Requests for donations, patronage or sponsorship must be considered carefully, as they may constitute breaches of probity (corruption, etc.) and violations of the framework for prohibited benefits under the provisions of the Public Health Code (Anti-Gift Law).

In particular, extra vigilance should be exercised when such requests come from persons in a position to influence the Group's activities or who could, if the donation were granted, derive personal benefit from it.



Example 1: A healthcare professional offers to make a donation to a charity that he or she runs in exchange for false prescriptions, or for his or her influence with his or her patients in favour of Bastide.

Example 2: The manager of a major business partner of the Group asks an employee to sponsor a sporting event that he or she helps organize, in exchange for a promise to maintain or increase his or her business flow with the Group.

Therefore, no donation, patronage or sponsorship should be made with the intention of obtaining a commercial, contractual or administrative advantage. Donations to political parties, political organizations or election campaigns are strictly prohibited, in order to avoid any influence or perception of interference in public life.

Before each donation, patronage or sponsorship project, it is advisable to be vigilant on the following points:

- The coherence of the project in relation to the Group's activity
- Wait for the results of the ethics evaluation of the beneficiary
- The status of the beneficiary (in particular if it has a business relationship with the Group elsewhere)
- The period during which these operations are decided (in particular if they take place at the same time as a call for tenders in which the beneficiary of the donation may have influence)
- For sponsorships, the proportionality of the benefit granted and the consideration received by the Group.

Requests for donations must be approved by the highest level of management of the legal entity granting them, and if necessary in case of doubt, after consultation with the ethics and compliance officer.

If the Group's employees wish to offer a gift to one of their partners or to extend an invitation to them, please refer to the Sponsorship and Sponsorship Policy. They can also contact the ethics and compliance officer.



CONFLICTS OF INTEREST

Conflicts of interest arise from any situation in which the personal interests of employees conflict or may conflict with their duties or responsibilities.

These may include close or distant family ties, friendships (in particular those forged during a previous employment), financial ties (holding a financial stake in a partner of the Group) or other ties (for example, holding an elected office in a local authority or participation in working groups that can decide on matters related to the Group's affairs).

A conflict of interest is any situation of interference between the function performed within the Group and a personal interest of the employee, such that this interference influences or appears to influence the independent, impartial and unbiased performance of his or her function.

Example 1: An employee who is a member of the purchasing department participates in the selection of a supplier owned by a family member, or in which he or she has a stake.

Example 2: An employee in charge of marketing the Group's services is the spouse of a doctor who is in a position to refer his patients to the services in question

Example 3: A nurse, who previously worked in a hospital department, is recruited by the Group in order to promote his services to the same department, within which he has maintained professional and friendly relations.

In order to identify a possible Conflict of Interest situation, Employees should ask themselves the following questions:

- Do I have personal interests that could interfere with my professional mission?
- Do these personal interests influence my decisions in the context of my position?

Increased vigilance is required in the following cases:

- The proposal of remuneration or work by a partner of the Group;
- The detention or creation of a financial interest in a competitor, customer or partner of the Group;
- The detention or purchase of an asset with the purpose of selling or renting it to the Group to the detriment of its corporate interest.



If circumstances give rise to a potential or actual conflict of interest, the employees concerned must report this to the Ethics & Compliance Officer.

As soon as an employee finds himself in a situation of conflict of interest, he or she must inform his or her superiors without delay and in writing. The employee's line manager will decide how to handle the conflict: if necessary, he or she may ask the employee to withdraw from the operation or decision in question, so that another person from the Group without conflict can take part in the operation.

Any employee who finds himself in a situation of conflict of interest but refrains from disclosing this conflict to his or her superiors is exposed to disciplinary sanctions, which may include dismissal.

OTHER BREACHES OF ETHICS

Due to its activities, and in particular its participation in calls for tenders, the Group is exposed to other risks, and in particular:

Favouritism (art 432-14 of the French Criminal Code): When a public official grants an unjustified advantage to a company by not complying with public procurement rules: equal treatment of candidates, freedom of access and transparency of procedures

Unlawful taking of interest (Article 432-12 of the French Criminal Code): When a public official takes, receives or retains a personal interest in a matter that he or she has to deal with in the course of his or her functions

Misappropriation of public funds (Articles 432-15 and 433-4 of the French Criminal Code): When a public official destroys, embezzles or takes public funds or property that have been handed over to him or her because of his or her duties or mission.

Embezzlement (Article 432-10 of the French Criminal Code): When a public official takes advantage of his position to knowingly collect undue sums or refraining from collecting sums that are due.

For these reasons, the Group's employees are asked to be particularly vigilant when interacting with civil servants and public officials (including members of the hospital civil service)



REPORTING PRACTICES THAT DO NOT COMPLY WITH THE CODE AND PROTECTING WHISTLEBLOWERS

Each employee, in accordance with the procedure defined by the Group, may express their doubts and/or ask questions and/or inform their superiors and/or the ethics and compliance officer (via the address compliance@bastide-medical.fr):

- If he or she is confronted to a risk of corruption;
- If he or she believes in good faith that a violation of the Code has been, is being or may be committed;
- If he or she discovers that someone is being retaliated for making a report in good faith.

Any employee who reports in good faith, i.e. with a sincere belief that his or her statement is accurate, of a violation or risk of violation of the Code to his or her superiors or to the ethics and compliance officer will be protected against all forms of retaliation.

For more information, please refer to the "right to alert" procedure and the corresponding training module.

CHAPTER 2 – ETHICS

RESPECT AND PROTECTION OF INDIVIDUALS

Our Group is committed to prohibiting any behaviour that could undermine a person's dignity. In this sense, we cannot tolerate discrimination or harassment based on sex, gender identity, age, origin, religion, physical appearance, health or disability.

With regard to the Group's employees, in order to guarantee equality and diversity, we reaffirm that only skills, experience and personal behaviours should be the criteria used in the context of a hiring or career development.

Our commitments (Global compact, responsible purchasing charter, etc.) place at the centre of relations with our stakeholders their compliance with the fundamental principles of the International Labour Organization (child labour, forced labour, working hours, non-discrimination, etc.).

Preserving the health of our employees must remain a priority concern for everyone: it is the duty of all of us to respect safety, health and environmental instructions. This includes compliance with the instructions relating to the control of biological risks, the prohibition of drugs, alcohol and tobacco in the workplace.



The prevention of occupational risks and accidents is, in our Group, the responsibility of everyone: safety instructions must be respected, periodic prevention training must be assiduously followed by all, and dangerous practices must be prohibited.

As far as our customers are concerned, they are partly made up of elderly people, people with disabilities or pathologies. They are therefore in a state of vulnerability or weakness. Employees must refrain from any behaviour likely to constitute an abuse of weakness vis-à-vis vulnerable customers. Any abuse of weakness is prohibited and may be subject to disciplinary and criminal sanctions.

It is also advisable to be respectful and polite to our customers.

PROTECTION OF THE GROUP'S REPUTATION AND IMAGE

The protection of the Group's image and reputation is a central concern in the trust we build with our stakeholders.

The Group's employees may compromise and alter the Group's reputation through acts in violation of the Ethics and Anti-Corruption Code.

In the event of a violation of the code by a Group employee, the Group's image and reputation would be greatly compromised with serious legal, financial and commercial consequences. Such facts would cause a loss of confidence among commercial, financial and investor partners

For this reason, the Group's employees must comply with this code.

The scope of actions, by employees, including in a private capacity, may be assimilated to a Group position.

With regard to his/her words, each employee must:

- Use social media responsibly and measure the private/public reach of your comments;
- Ensuring that you do not comment on or discuss adverse activities or events relating to the Group;



RESPECT AND PROTECTION OF THE ENVIRONMENT

The Bastide Group is committed to promoting an attitude and approaches that promote environmental protection.

Whether in our relations with stakeholders or during the exercise of our missions, we must systematically favor solutions that will minimize the impact on our environment and contribute to preserving biodiversity.

PROTECTION OF SENSITIVE INFORMATION AND CONFIDENTIALITY

Our Group works with patients and individuals whose data is particularly sensitive because of their personal and medical nature. Improper protection, misuse or disclosure of such data may seriously harm the individual victim of such disclosure but also the Group. It is therefore the duty of all of us to commit ourselves:

- That the best efforts be made to collect and hold only personal data for a precise, legitimate and necessary purpose;
- To retain data within the time limits prescribed by the Law and Regulations;
- That personal data is protected in accordance with the laws and regulations in force;
- To implement the best techniques available to the Group in order to protect, secure and ensure the security of the personal data collected;
- To report any violations observed to the Ethics & Compliance Officer

In addition, the Group handles confidential internal data (finance, marketing, sales, etc.) for which the disclosure must be limited. Each employee must therefore commit to:

- Comply with the Group's privacy policy and to disseminate information in accordance with the IT charter;
- Treat the confidentiality of the information at his disposal with caution and awareness (discussions, public places, etc.);
- Report without delay to their Management and the Group's IT Department any suspicion of data leakage, disappearance of information (paper or computer) or illegitimate investigation (unusual request for information from a third party, solicitation from an unidentified or unqualified third party, etc.).



PREVENTION OF INSIDER TRADING

Insider trading is characterized when a person carries out transactions on the financial markets where the object or underlying consists of the securities of a company for which he or she has material information that has not yet been made public (so-called 'insider' information) and the implementation of which may have an impact on the value of these securities or derivatives.

The Bastide Group defines an insider as any person with confidential information that can be used to assess the opportunity to act on the financial markets. The offence will be constituted by the purchase or sale of securities or derivatives prior to the public announcement of information leading to an anticipated increase or decrease in value.

The Bastide Group requires:

- Compliance with the legal and regulatory provisions applicable to insider trading for all employees, regardless of their position;
- Restricting the communication of confidential information only to the individuals who have to receive such information;
- The conclusion of confidentiality agreements or ethical commitments to guarantee the confidentiality of any inside information that may be shared only in cases that require it;
- If in doubt, please consult the Ethics & Compliance Officer of your entity or that of the Group (email: compliance@bastide-medical.fr)

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